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BASIC AMENDMENT

THE OSCEOLA COUNTY COALITION FOR SCHOOL READINESS, I

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Amended & Restated
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
OSCEOLA COUNTY COALITION FOR SCHOOL READINESS, INC.**

a Florida Not-For-Profit Corporation

In compliance with Chapter 617, Florida Statutes, the undersigned, who is a resident of the State of Florida and who is of full age, has this day executed these articles of incorporation as incorporator for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is **EARLY LEARNING COALITION OF OSCEOLA COUNTY, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the organization is located at 1637 E. Vine Street, Suite 105, Kissimmee, Florida 34744. The Board of Directors may from time to time move the principal office of the organization to any other address in Osceola County.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the registered office of this corporation in the State of Florida is 1000 Legion Place, Suite 1700, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Thomas F. Lang, Esq., whose address is Shuffield, Lowman & Wilson, P.A., 1000 Legion Place, Suite 1700, Orlando, Florida 32801.

**ARTICLE IV
PURPOSE**

This corporation does not contemplate pecuniary gain or profit to its members, and is organized exclusively for charitable and educational purposes. The specific purpose for which this corporation is formed is to implement the Early Learning Act (HB 1A, part V of chapter 1002 FS.).

Under the Early Learning Act (HB 1A, part V of chapter 1002 FS), the purposes for forming this corporation include, but are not limited to, the following:

- (a) To create an early learning program designed to address the needs of families and children, ages birth through twelve (0-12), with a priority for children ages birth – five (0-5), to be administered in Osceola County. This community plan shall address the needs of all eligible children.
- (b) To ensure that all four-year-old children in Osceola County have access to free, high quality Voluntary Pre-kindergarten Education Program services.
- (c) To implement a comprehensive program of early learning services that enhances the cognitive, social, and physical development of children to achieve the performance standards and outcome measures specified by the Agency for Workforce Innovation and Office of Early Learning. These services shall prepare children from birth to five (5) years of age, or until the child enters kindergarten, to enter kindergarten ready to learn.
- (d) To accommodate the needs of children who have parents that work by providing extended-day and extended-year services to the maximum extent possible, without compromising the quality of the early learning program.
- (e) To provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
- (f) To ensure coordinated staff development and teaching opportunities.
- (g) To ensure easy access of early learning program services through a simplified point of entry and a unified wait list for all eligible children, as applicable.

ARTICLE V POWERS

This corporation shall have the following powers:

- (a) The corporation shall have the power to do all lawful acts which are, in the opinion of the Board of Directors of the corporation, necessary or desirable to carry out the purposes and accomplish the objectives of the corporation, and which are consistent with the provisions of Florida Statutes. The corporation shall have all powers granted to not-for-profit corporations under Chapter 617, Florida Statutes, whether or not specifically enumerated in these Articles of Incorporation or the corporation's By-Laws.
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.
- (c) The corporation shall remain a not-for-profit corporation. No dividends shall be paid by the corporation, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors or officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in these Articles.

ARTICLE VI OPERATING RESTRICTIONS

If the corporation is at any time deemed to be a private foundation, it shall be subject to the following rules: The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

These Articles of Incorporation are considered part of the corporation's strategic plan required by the Early Learning Act (HB 1A, part V of chapter 1002 FS.), therefore, any amendments to these Articles of Incorporation constitute an amendment to the plan and approval by the Agency for Workforce Innovation.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors shall be composed of at least eighteen (18), but not more than thirty-five (35) members. The composition of the Board shall conform to the provisions of the Early Learning Act (HB 1A, part V of chapter 1002 FS) and the policies set forth by the Agency for Workforce Innovation regarding Board membership.

ARTICLE VIII OFFICERS

The officers of this corporation shall be composed of a Chair, Vice Chair, Secretary and Treasurer. The Board of Directors may from time to time elect or appoint additional officers who shall also be members of the Board of Directors. With the exception of the Chair, the officers shall be elected or appointed by the Board of Directors to serve for a one (1) year term. Elected and/or appointed Board members may serve multiple terms. The Chair shall be appointed by the Governor of the State of Florida and shall serve a four (4) year term unless the Governor so chooses to remove the appointee prior to the appointed term completion.

ARTICLE IX DURATION

The corporation shall exist perpetually, unless dissolved according to law.

**ARTICLE X
DISSOLUTION**

Upon dissolution of the corporation, any assets remaining after the satisfaction of all corporate liabilities shall be conveyed to (i) such organization or organizations as shall be selected by the affirmative vote of a majority of the Directors, provided, however, that such organization or organizations must be recognized as exempt from Federal income taxation under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law; or (ii) to the Federal, State or local government for exclusive purpose.

**ARTICLE XI
AUTHORIZING OFFICER**

The Chairperson submitting these Amendments to the Articles of Incorporation is:

Mary Cooper, current Board Chair, whose address is 1637 E. Vine Street, Suite 105, Kissimmee, Florida 34744.

These Amendments were adopted on May 26, 2005, by the members, and the number of votes cast for the Amendments was sufficient for approval.

IN WITNESS WHEREOF, for the purposes of amending these Articles pursuant to the laws of the State of Florida, the undersigned Chairperson of Early Learning Coalition of Osceola County has executed these Amended Articles of Incorporation this 31 day of May, 2005.

Mary K. Cooper
Mary Cooper, Chair

STATE OF FLORIDA
COUNTY OF OSCEOLA

Before me, the undersigned authority, personally appeared Mary Cooper, who is personally known to me or produced _____ as identification, and who acknowledged the execution of the foregoing Articles of Incorporation of Early Learning Coalition of Osceola County to be the duly authorized act and deed of said corporation, for the purposes therein expressed and who did not take an oath.

Larry F. Dykes
NOTARY PUBLIC

LARRY DYKES
Notary Print Name

My Commission Expires:

